

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**IN RE: REALPAGE, INC., RENTAL
SOFTWARE ANTITRUST LITIGATION
(NO. II)**

**Case No. 3:23-MD-3071
MDL No. 3071**

**This Document Relates to:
ALL CASES**

Chief Judge Waverly D. Crenshaw, Jr.

**NOTICE OF NUMBER AND NATURE OF DEFENDANTS' ANTICIPATED MOTIONS
AND MOTION FOR EXCESS PAGES**

Pursuant to the Court's June 1, 2023 Order, the undersigned Defendants notify the Court of the nature and number of anticipated motions they intend to file in response to the Consolidated Amended Complaints (the "CACs"). With respect to two of Defendants' anticipated motions, Defendants hereby move for leave to file consolidated opening and reply briefs in excess of the limits imposed by the Local Rules, as explained in more detail below. Defendants met and conferred with Plaintiffs regarding Defendants' anticipated motions and request for additional pages, and Plaintiffs take no position on Defendants' request for additional pages for the motions addressing issues common to all defendants, provided the Court finds Defendants' justifications sufficient.

Defendants intend to file consolidated motions, where possible, to efficiently address the arguments for the 51 undersigned defendants. Defendants are seeking leave to exceed the page limit set by the Local Rules on only two of those motions, and by only 15 pages for each motion. For the remaining motions, Defendants seek only 12 pages each, and propose reducing the page limits for both sides accordingly.

1. Consolidated Multifamily Complaint

In lieu of individual motions to dismiss for failure to state a claim, the 51 undersigned Defendants will file a single joint brief to address common issues related to the Multi-Family Housing Consolidated Amended Complaint (the “Multi-Family CAC”) (Dkt. 291). In order to accommodate the various arguments sought to be made by scores of Defendants into a single brief, Defendants request leave to file an opening brief of up to 40 pages in support of this motion and a reply brief of up to 20 pages. Defendants believe this modest expansion of the briefing limits in the Local Rules is supported by good cause in light of the number of Defendants that Plaintiffs have named in the Multi-Family CAC, and is necessary to provide space to present the below arguments, among others, in a meaningful way that will be of substantial assistance to the Court:

- Plaintiffs have not alleged that they have Article III or antitrust standing to bring their claims;
- Plaintiffs have not plausibly alleged a horizontal agreement among Defendants to use RealPage software to set prices, as is required for the antitrust claims they seek to advance;
- Even if Plaintiffs had plausibly alleged a horizontal agreement, it would not be subject to the “per se” rule but, instead, would be subject to the “rule of reason”;
- For various reasons, Plaintiffs fail to state a claim under the rule of reason. For example, Plaintiffs fail plausibly to allege that Defendants have market power in any plausible relevant market;
- For similar reasons that their federal Sherman Act claim fails, Plaintiffs also fail to state a claim under any of the over 40 state statutes identified in the complaint.

2. Consolidated Student Housing Complaint

Defendants similarly propose to file a single joint brief to address common issues raised by the Student Housing Consolidated Amended Complaint (the “Student Housing CAC”) (Dkt. 290), in lieu of individual motions. For the same reasons as those described with respect to the Multi-Family CAC, Defendants named in the Student Housing CAC request leave to file an opening brief of up to 40 pages in support of this motion and a reply brief of up to 20 pages so that they can accommodate the arguments sought to be made by the various Defendants, many of whom are not named as Defendants in the Multi-Family CAC. Defendants will present similar points as noted above with respect to the Multi-Family CAC, tailored to the allegations in the Student Housing CAC, and will also include arguments for dismissal that are unique to the Student Housing CAC.

Defendants considered filing a single, joint 12(b)(6) motion for both the Multi-Family CAC and Student Housing CAC, but because the student housing Defendants’ arguments will necessarily be tailored to the specific allegations of the Student Housing CAC, Defendants believe the briefing will be more efficient and more cogent if Defendants submit separate briefs addressed to the respective complaints. A separate filing is also warranted because the separately filed multifamily and student housing complaints would require separate appeals, if an appeal were taken.

3. Other Motions

Certain Defendants also intend to file motions on unique issues. Defendants propose that each of these motions be supported by opening briefs of no more than 12 pages and reply briefs of no more than 5 pages.

LRO Users' Motion to Dismiss

Sixteen Defendants¹ use RealPage revenue management software called Lease Rent Options (“LRO”) and intend to file a separate motion to dismiss on the ground that the Multi-Family CAC (Dkt. 291) fails to plead a claim against them as LRO users. Plaintiffs have alleged that RealPage offers its customers revenue management software, including YieldStar and AI Revenue Management (“AIRM”), and alleges that RealPage acquired a legacy product, LRO, in 2017. However, the Multi-Family CAC fails to allege which revenue management software each Defendant uses, and for those Defendants that use LRO, how LRO operates and how it is anticompetitive. Instead, Plaintiffs conflate RealPage’s revenue management software offerings for pleading purposes without differentiating their distinguishing features in a classic example of impermissible group pleading. This is a material pleading deficiency, which is especially egregious as to the Defendants who use LRO, because in previous complaints—including several filed by named Plaintiffs (and putative class representatives) Jefferey Weaver, Kate Kramer, Patrick Parker, Pricilla Parker, Barry Amar-Hoover, Billie Jo White and Brandon Watters, and nine complaints filed by Plaintiffs’ Interim Co-Lead Counsel Scott + Scott and Robins Kaplan—Plaintiffs alleged that LRO revenue management software was designed to avoid antitrust concerns because its algorithm does not rely on non-public data from competitors. Plaintiffs alleged in those complaints that LRO uses only public market data as an input. The CAC likewise does not allege

¹ AvalonBay Communities, Inc.; Bell Partners, Inc.; Brookfield Properties Multifamily LLC; CONAM Management Corporation; Equity Residential; Independence Realty Trust, Inc.; Mid-America Apartment Communities, Inc.; Morgan Properties Management Company, LLC; The Related Companies, L.P.; Related Management Company, L.P.; Security Properties Inc.; Simpson Property Group, LLC (incorrectly named as Simpson property Group, LLP); Thrive Communities Management, LLC; Windsor Property Management Company; WinnCompanies LLC; and WinnResidential Manager Corp.

that the LRO algorithm uses non-public data and does not plausibly plead that the Defendants who use LRO participated in any purported conspiracy.

Agency Liability Motion to Dismiss

Certain Defendants, including Avenue5 Residential, LLC, FPI Management, Inc., Pinnacle Property Management Services, LLC, and ZRS Management, LLC, plan to file a motion based on Plaintiffs' failure to state a claim against them. Plaintiffs have engaged in impermissible group pleading by combining property owners and property managers under the single term "Lessor Defendants." Property managers like the three movants are not lessors and do not receive rents. Instead, they are agents that manage properties on behalf of owners and that receive a management fee for providing those services. As a general legal matter, agents are not liable for the actions of their principals, absent further specific allegations about the agent's responsibility for the conduct, which plaintiffs have not come close to alleging. Other similarly-situated Defendants are considering joining this motion, and in no way waive their ability to raise these issues at a later time.

Thoma Bravo L.P. Motion to Dismiss

Thoma Bravo L.P. intends to file a motion to dismiss because it is not the owner of RealPage, Inc. and it is not plausible that it participated in the alleged conspiracy based on the allegations in the CAC.

Motion to Strike

Defendants intend to move to strike certain of Plaintiffs' class allegations or dismiss certain class claims pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), 12(f), and 23(d)(1)(D). It is clear from the face of the CACs that Plaintiffs' allegations cannot sustain a nationwide class, and that any class must necessarily be local or regional, not national.

Furthermore, the allegations related to the geographic markets in which no named Plaintiff claims to have been injured must be stricken.

Personal Jurisdiction and Venue Motions

Certain Defendants intend to file motions to dismiss based on lack of personal jurisdiction, lack of subject matter jurisdiction, or lack of venue in the transferor courts and/or in this Court.

This Court may exercise personal jurisdiction over Defendants named in the transferred actions only to the extent the transferor courts could do so, and Plaintiffs impermissibly asserted claims against such Defendants in courts that do not have personal jurisdiction over them. For example, Defendant BH Management Services, LLC (“BH”) intends to file a motion to dismiss for lack of personal jurisdiction under Rule 12(b)(2) as to the actions that were filed in the Western District of Washington (Nos. 3:23-cv-00329, 3:23-cv-00330, 3:23-cv-00333, 3:23-cv-00337, 3:23-cv-00339, 3:23-cv-00387, 3:23-cv-00389, 3:23-cv-00414).² BH is not subject to personal jurisdiction in the Western District of Washington. Similarly, Defendant Rose Associates Inc. (“Rose”) intends to move to dismiss for improper venue as to the action filed against it in the Western District of Washington (No. 3:23-cv-00335). Rose cannot be found in Washington, has no agents there, has no properties there, and does not transact business there. And Defendant D.P. Preiss Company, Inc. (“Preiss”) intends to move to dismiss for lack of personal jurisdiction under Rule 12(b)(2) as to the action filed against it in the Western District of Washington (No. 3:23-cv-00329). Moreover, former Plaintiffs Silverman and Kimbrough, the plaintiffs in the Western

² In the Student Housing CAC, Plaintiffs newly name BH’s affiliate B.HOM Student Living (“B.HOM”) and partner Timberline Real Estate Ventures LLC (“TREV”) as Defendants. Dkt. 292, ¶¶ 28-29. B.HOM and TREV are in the process of retaining counsel. B.HOM and TREV may join BH’s personal jurisdiction motion or file separate motions on similar grounds.

District of Washington case naming Rose (No. 3:23-cv-00335), do not claim to be residents of Washington. Venue is therefore improper.

In addition, other Defendants intend to move to dismiss for lack of personal jurisdiction of the transferee court. For example, the named plaintiffs in the CAC did not previously bring any claims against B/T Washington, LLC d/b/a Blanton Turner (“BT Washington”), and B/T Washington is not subject to personal jurisdiction in the Middle District of Tennessee.

Defendants are willing to discuss with Plaintiffs options for narrowing potential jurisdictional disputes.

Motion to Enforce Class Action Waiver

Defendant Lincoln Property Company intends to file a Motion to Strike the Class Allegations as to named Plaintiff Brandon Watters. Plaintiff Watters leased at 2010 West End Avenue in Nashville, Tennessee, a property managed during the relevant time period, in part, by Lincoln Property Company. *See Consolidated Amended Complaint* ¶ 38. As noted in ECF 261, Mr. Watters’ lease contained a class action waiver. *See Defendants’ Notice* (Dkt. 261). Defendant Lincoln intends to move to strike Plaintiff Watters’ class action allegations and enforce the lease’s class action waiver.

Further, and as noted in ECF 261, many Defendants also have agreements with putative class members that contain arbitration agreements, class action waivers, and jury trial waivers. Defendants are continuing their efforts to identify relevant leases and related documents for the named plaintiffs where properties were not identified in the CACs. Defendants in no way waive their ability to enforce these provisions, and hereby provide notice that they intend to assert defenses based on arbitration agreements, class action waivers, and jury trial waivers as to putative

class members at the appropriate time. Defendants seek guidance from the Court on when such motions should be brought.

Motion to Stay Discovery Pending Decision on Motions to Dismiss

Finally, Defendants also intend to file a motion to stay discovery while their motions to dismiss are pending. *See Bell Atlantic Corp. v. Twombly*, 550 U.S. 544, 546, 559 (2007) (recognizing the “unusually high cost of discovery in antitrust cases” should be avoided where there is “no reasonably founded hope that the discovery process will reveal relevant evidence to support a § 1 claim”); *In re Travel Agent Commission Antitrust Litig.*, 583 F.3d 896, 908-09 (6th Cir. 2009) (“Pursuant to *Twombly*, district courts must assess the plausibility of an alleged agreement *before* parties are forced to engaged in protracted litigation and bear excessive discovery costs.” (emphasis in original)).

* * *

While this notice reflects Defendants’ best summary of their anticipated motions and arguments therein at this time, Defendants continue to evaluate the allegations in both CACs and reserve the right to present other arguments in their motions.

DATED: June 21, 2023

Respectfully submitted,

/s/ Jay Srinivasan

Jay Srinivasan (admitted *pro hac vice*)
jsrinivasan@gibsondunn.com
Daniel G. Swanson (admitted *pro hac vice*)
dswanson@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, CA 90071
Telephone: (213) 229-7430

Stephen Weissman (admitted *pro hac vice*)
sweissman@gibsondunn.com
Michael J. Perry (admitted *pro hac vice*)
mjperry@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
Telephone: (202) 955-8678

Stephen C. Whittaker (admitted *pro hac vice*)
cwhittaker@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
1361 Michelson Drive
Irvine, CA 92612
Telephone: (212) 351-2671

Ben A. Sherwood (admitted *pro hac vice*)
bsherwood@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, NY 10166
Telephone: (212) 351-2671

/s/ Thomas H. Dundon

Thomas H. Dundon (BPR No. 4539)
tdundon@nealharwell.com
NEAL & HARWELL, PLC
1201 Demonbreun Street, Suite 1000
Nashville, Tennessee 37203
Telephone: (615) 244-1713

Counsel for Defendant RealPage, Inc.

/s/ Edwin Buffmire

Edwin Buffmire
ebuffmire@jw.com
Michael Moran
mmoran@jw.com
JACKSON WALKER LLP
2323 Ross Ave., Suite 600
Dallas, TX 75201
Telephone: (214) 953-6000

Kevin Fulton
kevin@fultonlg.com
THE FULTON LAW GROUP PLLC
7676 Hillmont St., Suite 191
Houston, TX 77040
Telephone: (713) 589-6964

Counsel for Defendant Allied Orion Group, LLC

/s/ Katie A. Reilly

Katie A. Reilly
reilly@wtotrial.com
Michael T. Williams
williams@wtotrial.com
Judith P. Youngman
youngman@wtotrial.com
WHEELER TRIGG O'DONNELL LLP
370 Seventeenth Street, Suite 4500
Denver, CO 80202
Telephone: (303) 244-1800

Mark Bell
Mark.Bell@hklaw.com
HOLLAND & KNIGHT LLP
Nashville City Center
511 Union Street, Suite 2700
Nashville, TN 37219
Telephone: (615) 850-8850

Counsel for Defendant Apartment Income REIT Corp., d/b/a AIR Communities

/s/ James Kress

James Kress
james.kress@bakerbotts.com
Paul Cuomo
paul.cuomo@bakerbotts.com
BAKER BOTTS LLP
700 K. Street, NW
Washington, DC 20001
Telephone: (202) 639-7884

Danny David
danny.david@bakerbotts.com
BAKER BOTTS LLP
910 Louisiana Street
Houston, TX 77002
Telephone: (713) 229-4055

*Counsel for Defendant Avenue5 Residential,
LLC*

/s/ Belinda S Lee

Belinda S Lee
belinda.lee@lw.com
LATHAM & WATKINS LLP
505 Montgomery Street, Suite 2000
San Francisco, CA 94111
Telephone: (415) 395-8851

E. Marcellus Williamson
marc.williamson@lw.com
LATHAM & WATKINS LLP
555 Eleventh Street, NW, Suite 1000
Washington DC, 20004
Telephone: (202) 637-2200

*Counsel for Defendant AvalonBay
Communities, Inc.*

/s/ Matt T. Adamson

Matt T. Adamson
madamson@jpcclaw.com
JAMESON PEPPE CANTU PLLC
801 Second Avenue, Suite 700
Seattle, WA 98104
Telephone: (206) 292-1994

*Counsel for Defendant B/T Washington, LLC
d/b/a Blanton Turner*

/s/ Marguerite Willis

Marguerite Willis (admitted *pro hac vice*)
mwillis@maynardnexsen.com
MAYNARD NEXSEN PC
104 South Main Street
Greenville, SC 29601
Telephone: (864) 370-2211

Michael A. Parente (admitted *pro hac vice*)
mparente@maynardnexsen.com
MAYNARD NEXSEN PC
1230 Main Street, Suite 700
Columbia, SC 29201
Telephone: (803) 771-8900

Margaret M. Siller (BPR No. 039058)
msiller@maynardnexsen.com
MAYNARD NEXSEN PC
1201 Villa Place, Suite 103
Nashville, Tennessee 37212
Telephone: (629) 258-2253

Counsel for Defendant Bell Partners, Inc.

/s/ Ian Simmons

Ian Simmons
isimmons@omm.com
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
Telephone: (202) 383-5196

Stephen McIntyre
smcintyre@omm.com
O'MELVENY & MYERS LLP
400 South Hope Street, 18th Floor
Los Angeles, CA 90071
Telephone: (213) 430-6000

*Counsel for Defendant BH Management
Services, LLC*

/s/ James D. Bragdon

James D. Bragdon
jbragdon@gejlaw.com
Sam Cowin
scowin@gejlaw.com
GALLAGHER EVELIUS & JONES LLP
218 N. Charles St., Suite 400
Baltimore, MD 21201
Telephone: (410) 727-7702

Philip A. Giordano (admitted *pro hac vice*)
philip.giordano@hugheshubbard.com
HUGHES HUBBARD & REED LLP
1775 I Street NW
Washington, DC 20007
Telephone: (202) 721-4776

Charles E. Elder, BPR # 038250
celder@bradley.com
BRADLEY ARANTBOULT CUMMINGS LLP
1600 Division Street, Suite 700
Nashville, Tennessee 37203
P: 615.252.3597

*Counsel for Defendant
Bozzuto Management Company*

/s/ Yehudah L. Buchweitz

Yehudah L. Buchweitz
yehudah.buchweitz@weil.com
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8256

Jeff L. White
Jeff.white@weil.com
WEIL, GOTSHAL & MANGES LLP
2001 M Street, NW
Washington, DC 20036
Telephone: (202) 682-7059

/s/ R. Dale Grimes

R. Dale Grimes, BPR #006223
dgrimes@bassberry.com
BASS, BARRY & SIMS PLC
150 Third Avenue South, Suite 2800
Nashville, TN 37201
Telephone: (615) 742-6244

*Counsel for Defendant Brookfield Properties
Multifamily LLC*

/s/ Michael F. Murray

Michael F. Murray
michaelmurray@paulhastings.com
PAUL HASTINGS LLP
2050 M Street, NW
Washington, DC 20036
Telephone: (202) 551-1730

Noah Pinegar
noahpinegar@paulhastings.com
PAUL HASTINGS LLP
200 Park Avenue
New York, NY 10166
Telephone: (212) 318-6057

Counsel for Defendant CA Ventures Global Services, LLC

/s/ Marisa Secco Giles

Marisa Secco Giles
mgiles@velaw.com
VINSON & ELKINS LLP
200 West 6th Street, Suite 2500
Austin, Texas 78701
Telephone: (512) 542-8781

Jason M. Powers
jpowers@velaw.com
VINSON & ELKINS LLP
845 Texas Avenue, Suite 4700
Houston, Texas 77002
Telephone: (713) 758-2522

Counsel for Defendant Campus Advantage, Inc.

/s/ Lynn H. Murray

Lynn H. Murray
lhmmurray@shb.com
Maveric Ray Searle
msearle@shb.com
SHOOK, HARDY & BACON L.L.P.
111 S. Wacker Dr., Suite 4700
Chicago, IL 60606
Telephone: (312) 704-7766

Ryan Sandrock
rsandrock@shb.com
Shook, Hardy & Bacon L.L.P.
555 Mission Street, Suite 2300
San Francisco, CA 94105
Telephone: (415) 544-1944

Laurie A. Novion
lnovion@shb.com
SHOOK, HARDY & BACON L.L.P.
2555 Grand Blvd.
Kansas City, MO 64108
Telephone: (816) 559-2352

Counsel for Defendant Camden Property Trust

/s/ Timothy R. Beyer

Timothy R. Beyer
tim.beyer@bclplaw.com
BRYAN CAVE LEIGHTON PAISNER LLP
1700 Lincoln Street, Suite 4100
Denver, CO 80203
Telephone: (303) 866-0481

Sarah Hartley
sarah.hartley@bclplaw.com
BRYAN CAVE LEIGHTON PAISNER LLP
1155 F Street, N.W.
Washington, DC 20004
Telephone: (303) 866-0363

Counsel for Defendant Cardinal Group Holdings LLC

/s/ J. Douglas Baldrige

J. Douglas Baldrige
jbaldrige@venable.com
Danielle R. Foley
drfoley@venable.com
VENABLE LLP
600 Massachusetts Avenue, NW
Washington, D.C. 20001
(202) 344-4703

*Counsel for Defendant CH Real Estate
Services, LLC*

/s/ Benjamin R. Nagin

Benjamin R. Nagin
bnagin@sidley.com
SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300

*Counsel for Defendant ConAm Management
Corporation*

/s/ Ronald W. Breaux

Ronald W. Breaux
Ron.Breaux@haynesboone.com
Bradley W. Foster
Brad.Foster@haynesboone.com
HAYNES AND BOONE LLP
2323 Victory Ave., Suite 700
Dallas, Texas 75219
Telephone: (214) 651-5000
Fax: (214) 200-0376

Counsel for Defendant Conti Capital

/s/ Kenneth Reinker

Kenneth Reinker
kreinker@cgsh.com
CLEARY GOTTLIEB STEEN & HAMILTON LLP
2112 Pennsylvania Avenue, NW
Washington, DC 20037
Telephone: (202) 974-1522

Joseph M. Kay
jkay@cgsh.com
CLEARY GOTTLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, NY 10006
Telephone: (212) 225-2745

*Counsel for Defendant Pinnacle Property
Management Services, LLC*

/s/ Todd R. Seelman

Todd R. Seelman
todd.seelman@lewisbrisbois.com
Thomas L. Dyer
thomas.dyer@lewisbrisbois.com
LEWIS BRISBOIS BISGAARD & SMITH LLP
1700 Lincoln Street, Suite 4000
Denver, CO 80203
Telephone: (720) 292-2002

*Counsel for Defendant Cortland Management,
LLC*

/s/ Ann MacDonald

Ann MacDonald
Ann.macdonald@afslaw.com
Barry Hyman
Barry.hyman@afslaw.com
ARENTFOX SCHIFF LLP
233 South Wacker Drive, Suite 7100
Chicago, IL 60606
Telephone: (312) 258-5500

*Counsel for Defendant CWS Apartment Homes,
LLC*

/s/ Bradley C. Weber

Bradley C. Weber (admitted *pro hac vice*)
bweber@lockelord.com
Locke Lord LLP
2200 Ross Avenue, Suite 2800
Dallas, TX 75201
Telephone: (214) 740-8497

*Counsel for Defendant Dayrise Residential,
LLC*

/s/ Samuel P. Funk

Samuel P. Funk
sfunk@simsfunk.com
Grace A. Fox
gfox@simsfunk.com
SIMS FUNK, PLC
3322 W. End Ave., Suite 200
Nashville, TN 37203
Telephone: (615) 292-9335

Counsel for Defendant D.P. Preiss Co., Inc.

/s/ Carl W. Hittinger

Carl W. Hittinger
chittinger@bakerlaw.com
Alyse F. Stach
astach@bakerlaw.com
BAKER & HOSTETLER LLP
1735 Market Street, Suite 3300
Philadelphia, PA 19103-7501
Telephone: (215) 568-3100

Stephen J. Zralek, BPR #018971
szralek@spencerfane.com
S. Chase Fann, BPR #036794
cfann@spencerfane.com
SPENCER FANE LLP
511 Union Street, Suite 1000
Nashville, TN 37219
Telephone: (615) 238-6300

Counsel for Defendant Equity Residential

/s/ Charles H. Samel

Charles H. Samel
charles.samel@stoel.com
Edward C. Duckers
ed.duckers@stoel.com
STOEL RIVES LLP
1 Montgomery Street, Suite 3230
San Francisco, CA 94104
Telephone: (415) 617-8900

George A. Guthrie
gguthrie@wilkefleury.com
WILKE FLEURY LLP
621 Capitol Mall, Suite 900
Sacramento, CA 95814
Telephone: (916) 441-2430

Counsel for Defendant FPI Management, Inc.

/s/ Leo D. Caseria

Leo D. Caseria
lcaseria@sheppardmullin.com
Helen C. Eckert
heckert@sheppardmullin.com
Sheppard Mullin Richter & Hampton LLP
2099 Pennsylvania Avenue, NW, Suite 100
Washington, DC, 20006
Telephone: (202) 747-1925

/s/ Arman Oruc

Arman Oruc
aoruc@goodwinlaw.com
Goodwin Procter, LLP
1900 N Street, NW
Washington, DC 20036
Telephone: (202) 346-4000

Counsel for Defendant Essex Property Trust, Inc.

/s/ Michael D. Bonanno

Michael D. Bonanno
mikebonanno@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN LLP
1300 I St. NW, Suite 900
Washington, DC 20005
Telephone: (202) 538-8225

Christopher Daniel Kercher (admitted *pro hac vice*)
christopherkercher@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN LLP
51 Madison Avenue, 22nd Floor,
New York, New York 10010
Telephone: (212) 849-7000

Andrew Gardella, Esq. (TN Bar #027247)
agardella@martintate.com
MARTIN, TATE, MORROW & MARSTON P.C.
315 Deaderick Street, Suite 1550
Nashville, TN 37238
Telephone: (615) 627-0668

Counsel for Defendant Highmark Residential, LLC

/s/ Cliff A. Wade

Cliff A. Wade
cliff.wade@bakerlopez.com
Chelsea L. Futrell
chelsea.futrell@bakerlopez.com
BAKER LOPEZ PLLC
5728 LBJ Freeway, Suite 150
Dallas, Texas 75240
Telephone: (469) 206-9384

Counsel for Defendant Knightvest Residential

/s/ Michael M. Maddigan

Michael M. Maddigan
michael.maddigan@hoganlovells.com
HOGAN LOVELLS US LLP
1999 Avenue of the Stars, Suite 1400
Los Angeles, CA 90067
Telephone: (310) 785-4727

William L. Monts, III
william.monts@hoganlovells.com
Benjamin F. Holt
benjamin.holt@hoganlovells.com
HOGAN LOVELLS US LLP
555 Thirteenth Street, NW
Washington, DC 20004
Telephone: (202) 637-6440

Joshua C. Cumby (BPR No. 37949)
joshua.cumby@arlaw.com
F. Laurens Brock (BPR No. 17666)
larry.brock@arlaw.com
Rocklan W. King, III (BPR No. 30643)
rocky.king@arlaw.com
ADAMS AND REESE LLP
1600 West End Avenue, Suite 1400
Nashville, Tennessee 37203
Telephone: (615) 259-1450

Counsel for Defendant Greystar Real Estate Partners, LLC

/s/ Gregory J. Casas

Gregory J. Casas (admitted *pro hac vice*)
casasg@gtlaw.com
Emily W. Collins (admitted *pro hac vice*)
Emily.Collins@gtlaw.com
GREENBERG TRAURIG, LLP
300 West 6th Street, Suite 2050
Austin, TX 78701-4052
Telephone: (512) 320-7200

Robert J. Herrington (admitted *pro hac vice*)
HerringtonR@gtlaw.com
GREENBERG TRAURIG, LLP
1840 Century Park East, Suite 1900
Los Angeles, CA 90067
Telephone: (310) 586-7700

Becky L. Caruso (admitted *pro hac vice*)
carusob@gtlaw.com
GREENBERG TRAURIG, LLP
500 Campus Drive, Suite 400
Florham Park, NJ 07932
Telephone: (973) 443-3252

/s/ Ryan T. Holt

Ryan T. Holt (No. 30191)
rholt@srvhlaw.com
Mark Alexander Carver (No. 36754)
acarver@srvhlaw.com
SHERRARD ROE VOIGT & HARBISON, PLC
150 Third Avenue South, Suite 1100
Nashville, Tennessee 37201
Tel. (615) 742-4200

*Counsel for Defendant Lincoln Property
Company*

/s/ John J. Sullivan

John J. Sullivan
jsullivan@cozen.com
COZEN O'CONNOR P.C.
3 WTC, 175 Greenwich St., 55th Floor
New York, NY 10007
Telephone: (212) 453-3729

*Counsel for Defendant Independence Realty
Trust, Inc.*

/s/ Eliot Turner

Eliot Turner
eliot.turner@nortonrosefulbright.com
NORTON ROSE FULBRIGHT US LLP
1301 McKinney, Suite 5100,
Houston, Texas 77010
Telephone: (713) 651-5151

*Counsel for Defendant Kairoi Management
LLC*

/s/ Michael W. Scarborough

Michael W. Scarborough (admitted *pro hac vice*)

mscarborough@velaw.com

Dylan I. Ballard (admitted *pro hac vice*)

dballard@velaw.com

VINSON & ELKINS LLP

555 Mission Street, Suite 2000

San Francisco, CA 94105

Telephone: (415) 979-6900

*Counsel for Defendant Lantower Luxury
Living LLC*

/s/ Britt M. Miller

Britt M. Miller (admitted *pro hac vice*)

bmiller@mayerbrown.com

Daniel T. Fenske (admitted *pro hac vice*)

dfenske@mayerbrown.com

Matthew D. Provance (admitted *pro hac vice*)

mprovance@mayerbrown.com

MAYER BROWN LLP

71 South Wacker Drive

Chicago, IL 6006

Telephone: (312) 701-8663

Scott D. Carey (#15406)

scarey@bakerdonelson.com

Ryan P. Loofbourrow (#33414)

rloofbourrow@bakerdonelson.com

BAKER, DONELSON, BEARMAN, CALDWELL &
BERKOWITZ, P.C.

1600 West End Avenue, Suite 2000

Nashville, TN 37203

Telephone: (615) 726-5600

*Counsel for Defendant Mid-America
Apartment Communities, Inc.*

/s/ Karan H. Safran

Karen H. Safran

ksafran@goodspeedmerrill.com

Rob Hunger

rhunger@goodspeedmerrill.com

GOODSPEED MERRILL

9605 South Kingston Court, Suite 200

Englewood, CO 80112

Telephone: (720) 943-9033

*Counsel for Defendant Lyon Management
Group, Inc.*

/s/ Jeffrey C. Bank

Jeffrey C. Bank
jbank@wsgr.com
WILSON SONSINI GOODRICH & ROSATI PC
1700 K Street NW, Fifth Floor
Washington, DC 20006
Telephone: (202) 973-8800

*Counsel for Defendant Morgan Properties
Management Company, LLC*

/s/ Richard P. Sybert

Richard P. Sybert (WSBA No. 8357)
rsybert@grsm.com
GORDON REES SCULLY MANSUKHANI
701 Fifth Avenue, Suite 2100
Seattle, WA 98104
Telephone: (206) 321-5222

Counsel for Defendant Rose Associates Inc.

/s/ Judith A. Zahid

Judith A. Zahid (admitted *pro hac vice*)
jzahid@zellelaw.com
Heather T. Rankie (admitted *pro hac vice*)
hrankie@zellelaw.com
ZELLE LLP
555 12th Street, Suite 1230
Oakland, CA 94607
Telephone: (415) 633-1916

*Counsel for Defendant Prometheus Real Estate
Group, Inc.*

/s/ Valentine Hoy

Valentine Hoy
vhoy@allenmatkins.com
Scott Perlin
sperlin@allenmatkins.com
ALLEN MATKINS LECK GAMBLE MALLORY &
NATSIS
600 West Broadway, 27th Floor
San Diego, CA 92101
Telephone: (619) 233-1155

Patrick E. Breen
pbreen@allenmatkins.com
ALLEN MATKINS LECK GAMBLE MALLORY &
NATSIS
865 South Figueroa Street, Suite 2800
Los Angeles, CA 90017
Telephone: (213) 622-5555

*Counsel for Defendant Sares Regis Group
Commercial, Inc.*

/s/ Jose Dino Vasquez

Jose Dino Vasquez
dvasquez@karrtuttle.com
Jason Hoeft
jhoeft@karrtuttle.com
KARR TUTTLE CAMPBELL
701 Fifth Avenue, Suite 3300
Seattle, WA 98104
Telephone: (206) 223-1313

Counsel for Defendant Security Properties, Inc.

/s/ David A. Walton

David A. Walton
dwalton@bellnunnally.com
Troy Lee (T.J.) Hales
thales@bellnunnally.com
BELL NUNNALLY & MARTIN, LLP
2323 Ross Avenue, Suite 1900
Dallas, TX 75201

Counsel for Defendant RPM Living, LLC

/s/ Diane R. Hazel

Diane R. Hazel
dhazel@foley.com
FOLEY & LARDNER LLP
1400 16th Street, Suite 200
Denver, CO 80202
Telephone: (720) 437-2000

Elizabeth A. N. Haas (admitted *pro hac vice*)
ehaas@foley.com
Ian Hampton (admitted *pro hac vice*)
ihampton@foley.com
FOLEY & LARDNER LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202
Telephone: (414) 271-2400

Tara L. Swafford, BPR #17577
tara@swaffordlawfirm.com
Dylan Harper, BPR #36820
dylan@swaffordlawfirm.com
THE SWAFFORD LAW FIRM, PLLC
321 Billingsly Court, Suite 19
Franklin, Tennessee 37067
Telephone: (615) 599-8406

*Counsel for Defendant Sherman Associates,
Inc.*

/s/ Brent Justus

Brent Justus
bjustus@mcguirewoods.com
Nick Giles
ngiles@mcguirewoods.com
McGUIREWOODS LLP
800 East Canal Street
Richmond, VA 23219-3916
Telephone: (804) 775-1000

*Counsel for Defendant Simpson Property
Group, LLC (incorrectly named as Simpson
Property Group, LLP)*

/s/ Andrew Harris

Andrew Harris
Andrew.Harris@Levittboccio.com
LEVITT & BOCCIO, LLP
423 West 55th Street
New York, NY 10019
Telephone: (212) 801-1104

*Counsel for The Related Companies, L.P.
and Related Management Company, L.P.*

/s/ Yonaton Rosenzweig

Yonaton Rosenzweig
yonirosenzweig@dwt.com
DAVIS WRIGHT TREMAINE LLP
865 S. Figueroa Street, Suite 2400
Los Angeles, CA 90017

Fred B. Burnside
fredburnside@dwt.com
MaryAnn T. Almeida
maryannalmeida@dwt.com
DAVIS WRIGHT TREMAINE LLP
920 Fifth Avenue, Suite 3300
Seattle, WA 98104
Telephone: (206) 757-8016

*Counsel for Defendant Mission Rock
Residential, LLC*

/s/ Benjamin I. VandenBerghe

Benjamin I. VandenBerghe
biv@montgomerypurdue.com
Kaya R. Lurie
klurie@montgomerypurdue.com
MONTGOMERY PURSUE PLLC
701 Fifth Avenue, Suite 5500
Seattle, Washington 98104-7096

*Counsel for Defendant Thrive Communities
Management, LLC*

/s/ David D. Cross

David D. Cross (admitted *pro hac vice*)
dcross@mofo.com
Jeffrey A. Jaeckel (admitted *pro hac vice*)
jjaeckel@mofo.com
Robert W. Manoso (admitted *pro hac vice*)
rmanoso@mofo.com
Sonja Swanbeck (admitted *pro hac vice*)
sswanbeck@mofo.com
MORRISON & FOERSTER LLP
2100 L Street, NW, Suite 900
Washington, D.C., 20037
Telephone: (202) 887-1500

Eliot A. Adelson (admitted *pro hac vice*)
eadelson@mofo.com
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, CA 94105
Telephone: (415) 268-7000

/s/ Joshua L. Burgener

Joshua L. Burgener
jburgener@dickinsonwright.com
DICKINSON WRIGHT PLLC
424 Church Street, Suite 800
Nashville, TN 37219
Telephone: (615) 620-1757

Counsel for Defendant UDR, Inc.

/s/ Evan Fray-Witzer

Evan Fray-Witzer
Evan@CFWLegal.com
CIAMPA FRAY-WITZER, LLP
20 Park Plaza, Suite 505
Boston, MA 02116
Telephone: 617-426-0000

*Counsel for Defendants WinnCompanies LLC,
and WinnResidential Manager Corp.*

/s/ Craig Seebald

Jessalyn H. Zeigler
jzeigler@bassberry.com
BASS, BERRY & SIMS, PLC
150 Third Avenue South
Suite 2800
Nashville, TN 37201
Telephone: (615) 742-6200

Craig P. Seebald (admitted *pro hac vice*)
cseebald@velaw.com
Stephen M. Medlock (admitted *pro hac vice*)
smedlock@velaw.com
VINSON & ELKINS LLP
2200 Pennsylvania Ave., N.W.
Suite 500 West
Washington, D.C. 20037
Telephone: (202) 639-6500

Christopher W. James (admitted *pro hac vice*)
cjames@velaw.com
VINSON & ELKINS LLP
555 Mission Street
Suite 2000
San Francisco, CA 94105
Telephone: (415) 979-6900

*Counsel for Defendant Windsor Property
Management Company*

/s/ Ferdose al-Taie

Ferdose al-Taie (admitted *pro hac vice*)
faltaie@bakerdonelson.com
BAKER, DONELSON, BEARMAN CALDWELL &
BERKOWITZ, P.C.
956 Sherry Lane, 20th Floor
Dallas, TX 75225
Telephone: (214) 391-7210

Christopher E. Thorsen (BPR # 21049)
cthorsen@bakerdonelson.com
BAKER, DONELSON, BEARMAN CALDWELL &
BERKOWITZ, P.C.
Baker Donelson Center, Suite 800
211 Commerce Street
Nashville, TN 37201
Telephone: (615) 726-5600

Counsel for Defendant ZRS Management, LLC

/s/ James H. Mutchnik

James H. Mutchnik
james.mutchnik@kirkland.com
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, IL 60654
Telephone: (312) 862-2000

Counsel for Defendant Thoma Bravo L.P.

CERTIFICATE OF SERVICE

I hereby certify that on June 21, 2023, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all attorneys of record registered on the CM/ECF system.

DATED this 21st day of June, 2023.

/s/ Jay Srinivasan